

April 15, 2013

Via Electronic Filing

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, DC 20554

**RE: Notice of Written *Ex Parte* Communication
Joint Applications of Sprint Nextel Corporation, SOFTBANK CORP., and
Starburst II, Inc., IB Docket No. 12-343**

Dear Ms. Dortch:

Pursuant to Section 1.1206 of the Commission's rules, this letter is being submitted for inclusion in the public record of the above-referenced proceeding by Clearwire Corporation ("Clearwire" or the "Company") to summarize the provisions of Clearwire's preliminary proxy filed on March 29, 2013,¹ the Nominating and Governance Committee Charter,² and Clearwire's 2012 proxy statement,³ which describe the corporate process leading to the Company's board of directors (the "Board of Directors") approval of the pending merger agreement between Clearwire and Sprint Nextel Corporation (the "Merger" and the "Merger Agreement"). All three documents are available on the Company's Investor Relations page at www.clearwire.com.

On November 13, 2012, the Board of Directors adopted by written consent formal resolutions for the formation of the Special Committee. The Special Committee is composed of Dennis Hersch, Kathleen Rae, and Ted Schell, each an independent and disinterested director of the Company, not nominated by Sprint, who is not an officer or employee of the Company, and who will not have an economic interest in the Company or the surviving corporation following the completion of the Merger. Mr. Hersch was nominated to the Board of Directors by the Strategic Investors⁴

¹ Clearwire Corp., Proxy Soliciting Materials (revised) (Form 14A) (Mar. 29, 2013), at 22-30, available at <http://files.shareholder.com/downloads/CLWR/2062777294x0xS1193125-13-134667/1442505/filing.pdf>.

² Clearwire Corp., Nominating and Governance Committee Charter (Nov. 2008), at 1, available at http://files.shareholder.com/downloads/CLWR/2062777294x0x431132/96131311-3a96-4a82-8767-d787ac9784b8/Nominating_Committee_Charter.pdf.

³ Clearwire Corp., 2012 Proxy Statement (Jun. 14, 2012), at 9, available at http://files.shareholder.com/downloads/CLWR/2062777294x0x568337/D56A00F3-C9DB-4D67-90FC-03E3FAA6EADC/Proxy_Clearwire_BMK.PDF.

⁴ At the time Mr. Hersch and Mr. Schell were originally appointed to the Board of Directors, the Strategic Investors consisted of Google, Inc. and subsidiary affiliates of Comcast, Time Warner Cable and Bright House Networks. See Clearwire Corp., Equityholders Agreement (Nov. 28, 2008), available at

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

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(not including Sprint). Ms. Rae was nominated to Clearwire's Board of Directors by the Nominating Committee (composed of four directors, two of which are named by Sprint, and four of which must approve any nomination). Mr. Schell was nominated to Clearwire's Board of Directors by the Strategic Investors (not including Sprint). Mr. Hersch is the chairperson of the Special Committee.

On December 16, 2012, the Special Committee and Audit Committee met with the Board of Directors and recommended the adoption of the Merger Agreement. The six directors who are disinterested (not designated by Sprint and who will not have an economic interest in the Company or the surviving corporation following the completion of the Merger) then unanimously approved the Merger Agreement and the transactions contemplated thereby, including the Merger. Following the action of the six disinterested directors, the full Board of Directors unanimously determined that the Merger Agreement and the other agreements to which the Company is a party contemplated by the Merger Agreement, and the Merger and the other transactions contemplated thereby, are advisable, fair to and in the best interests of the Company and its unaffiliated (non-Sprint) stockholders. On December 17, 2012, the Company and Sprint executed the Merger Agreement.

Should there be any questions regarding the foregoing, please contact the undersigned.

Respectfully submitted,

/s/ Angela Y. Kung

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